

Exhibit A



Responsible Parties and Nominees

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Responsible Parties

All EIN applications (mail, fax, electronic) must disclose the name and Taxpayer Identification Number (SSN, ITIN, or EIN) of the true principal officer, general partner, grantor, owner or trustor. This individual or entity, which the IRS will call the “responsible party,” controls, manages, or directs the applicant entity and the disposition of its funds and assets. If there is more than one responsible party, the entity may list whichever party the entity wants the IRS to recognize as the responsible party.

According to the Instructions for the current revision of the application, the “responsible party” is defined as follows:

For entities with shares or interests traded on a public exchange, or which are registered with the Securities and Exchange Commission, “responsible party” is (a) the principal officer, if the business is a corporation, (b) a general partner, if a partnership, (c) the owner of an entity that is disregarded as separate from its owner (disregarded entities owned by a corporation enter the corporation’s name and EIN), or (d) a grantor, owner, or trustor if a trust.

For all other entities, “responsible party” is the person who has a level of control over, or entitlement to, the funds or assets in the entity that, as a practical matter, enables the individual, directly or indirectly, to control, manage or direct the entity and the disposition of its funds and assets. The ability to fund the entity or the entitlement to the property of the entity alone, however, without any corresponding authority to control, manage, or direct the entity (such as in the case of a minor child beneficiary), does not cause the individual to be a responsible party.

Nominees

A “nominee” is someone who is given limited authority to act on behalf of an entity, usually for a limited period of time, and usually during the formation of the entity. The “principal officer, general partner,” etc., as defined by the IRS, is the true “responsible party” for the entity, instead of a nominee. The “responsible party” is the individual or entity that controls, manages, or directs the entity and the disposition of the entity’s funds and assets, unlike a nominee, who is given little or no authority over the entity’s assets.

The Internal Revenue Service has become aware that nominee individuals are being listed as principal officers, general partners, grantors, owners, and trustors in the Employer Identification Number (EIN) application process. A nominee is not one of these people. Rather, nominees are

temporarily authorized to act on behalf of entities during the formation process. The use of nominees in the EIN application process prevents the IRS from gathering appropriate information on entity ownership, and has been found to facilitate tax non-compliance by entities and their owners.

The IRS does not authorize the use of nominees to obtain EINs. All EIN applications (mail, fax, electronic) must disclose the name and Taxpayer Identification Number (SSN, ITIN, or EIN) of the true principal officer, general partner, grantor, owner or trustor. This individual or entity, which the IRS will call the “responsible party,” controls, manages, or directs the applicant entity and the disposition of its funds and assets.

To properly submit a Form SS-4, the form and authorization should include the name, Taxpayer Identification Number and signature of the responsible party. Third party designees filing online applications are reminded of their obligation to retain a complete signed copy of the paper Form SS-4 and signed authorization statement for each entity application filed with the IRS. Nominees do not have the authority to authorize third party designees to file Forms SS-4, and should not be listed on the Form SS-4.

If a nominee is used in the state formation process and the true responsible party has not yet been identified, the entity must identify that individual before applying for an EIN.

The IRS will continue to pursue enforcement actions to prevent the misuse of EIN applications.

If you used a nominee for the EIN Application process, visit [Correcting Business Information Where a Nominee Was Used](#) to learn how to correct your information.

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